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Memorandum

TO: Bay Area Toll Authority

DATE: September 21, 2011

FR: Executive Director

W.I. 1542

RE: BATA Resolution No. 101, Formation of Bay Area Headquarters Authority and Approval of Certain Contributions to and Actions Pending Formation of the Bay Area Headquarters Authority

Contingent upon a positive action regarding the regional headquarters project at the Joint MTC/BATA meeting next Wednesday, staff recommends that the Authority approve BATA Resolution No. 101.

Resolution No. 101 authorizes BATA to enter into a Joint Exercise of Powers Agreement with MTC establishing the Bay Area Headquarters Authority ("BAHA"). BAHA's mission would be to plan, acquire and develop office space and facilities and undertake related activities to acquire a regional headquarters office facility. Among other things, BAHA's powers would include:

- Entering into contracts providing for public or private sector entities to plan, acquire and develop BAHA's office space and facilities;
- Employing agents and employees;
- Acquiring, constructing, managing, maintaining and operating any building, works or improvements; and
- Acquiring, holding, leasing, renting, and disposing of property.

Under Resolution No. 101, the Executive Director and the Chief Financial Officer of BATA, and each of them, would be authorized to sign a Joint Exercise of Powers Agreement ("the Agreement") in substantially the form as Attachment A to the proposed Resolution, with any additions that the Executive Director or the Chief Financial Officer may require or approve, subject to advice of counsel.

In addition, BATA Resolution No. 101 authorizes:

- The Executive Director and the Chief Financial Officer, and each of them, on behalf of BATA to take actions as necessary, pending the formation of BAHA, such as submitting one or more bids for the purchase of 390 Main Street, San Francisco, negotiating and executing a purchase agreement and/or other documents, retaining architects or planners for the development of such facility and negotiating terms of occupancy with prospective tenants of office space and facilities;
- BATA's assignment of the accepted bid for purchase of such property to BAHA and BAHA's acceptance of such assignment;

- The Executive Director or the Chief Financial Officer, and each of them, to contribute to BAHA, for and behalf of BATA, from time to time such personnel, equipment and property as deemed necessary and appropriate;
- The Executive Director and the Chief Financial Officer, and each of them, to negotiate, execute and deliver documentation between BATA and BAHA regarding BATA's use and occupancy of the facility; and
- BAHA to consummate any activities initiated by BATA, including BAHA substitution for BATA in any escrow and purchase arrangements and BAHA taking title to the facility.

Recommendation

Staff recommends that the Authority approve BATA Resolution No. 101.

Steve Heminger